0200054 11385 Prosperity Farms Rd., Suite 112 Palm Beach Gardens, FL 33410 Phone (561) 691-1100 & Associates, Inc. Fax (561) 626-3040

May 3, 2002

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Sir:

Enclosed please find a check in the amount of \$70.00 to cover the filing fee for the Articles of Incorporation for RACETRACK MASONRY, INC.

Please send the proper documents to my office at the address listed above.

If there is need for further information, please contact us.

Thank you.

Yours truly,

M.S. ?. L.

Michael J. Fairclough

MJF:sp

Enclosure



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ARTICLES OF INCORPORATION

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RACETRACK MASONRY, INC.

ARTICLE I NAME

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EFFECTIVE DATE

The name of the corporation is RACETRACK MASONRY, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410 and the name of the initial registered agent of this corporation at this address is: MICHAEL J. FAIRCLOUGH

ARTICLE V PLACE OF BUSINESS

The address of the principal place of business of this corporation is **4704 CHERRY ROAD**, WEST PALM BEACH, FL 33417.

ARTICLE VI

DATE

The corporate existence shall begin effective MAY 3, 2002

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ARTICLE VII BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

NAME	ADDRESS
ONEIL REID	3115 WINDOR AVENUE APT. 1 WEST PALM BEACH, FL 33407
EVERTON REID	4704 CHERRY ROAD

4704 CHERRY ROAD WEST PALM BEACH, FL 33417

ARTICLE VIII CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE IX INCORPORATORS

The name and address of the person signing these Article of Incorporation is:

 NAME
 ADDRESS

 MICHAEL J. FAIRCLOUGH
 11380 PROSPERITY FARMS ROAD

 SUITE 112

 PALM BEACH GARDENS, FL 33410

ARTICLE X POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law. ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING The directors of this corporation may take action by written consent.

ARTICLE XIII INDEMNIFICATION

ARTICLE XII

The corporation shall indemnify any officer of director \overline{P} or any former officer or director, to the full extent permitted by law.

ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: RACETRACK MASONRY, INC. desiring to organize under the laws of the State of Florida, with its principal place of business: 4704 CHERRY ROAD, WEST PALM BEACH, FLORIDA 33417 has named: MICHAEL J. FAIRCLOUGH located at 11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410 as its agent to accept service of process within Florida.

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Agent- MICHAEL J. FAIRCLOUGH Date: 05/02